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*Electronically Filed  
 December 2, 2009*

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18 *Counsel for the First Lien Steering Committee*

19 **UNITED STATES BANKRUPTCY COURT**  
 20 **DISTRICT OF NEVADA**  
 21 **SOUTHERN DIVISION**

22 **IN RE:** § **Case No. 09-14814-LBR**  
 23 § **(Jointly Administered)**  
 24 **THE RHODES COMPANIES, LLC,** §  
 25 **aka "Rhodes Homes," et al.,** § **Chapter 11**  
 26 **Debtors.<sup>1</sup>** §

27 **Affects:** §

- 28 ☒ **All Debtors** §  
☐ **Affects the following** §

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, if applicable, are: Heritage Land Company, LLC (2918); The Rhodes Companies, LLC (3060); Rhodes Ranch General Partnership (1760); Tick, LP (0707); Glynda, LP (5569); Chalkline, LP (0281); Batcave, LP (6837); Jackknife, LP (6189); Wallboard, LP (1467); Overflow, LP (9349); Rhodes Ranch Golf and Country Club (9730); Tuscany Acquisitions, LLC (0206); Tuscany Acquisitions II, LLC (8693); Tuscany Acquisitions III, LLC (9777); Tuscany Acquisitions IV, LLC (0509); Parcel 20 LLC (5534); Rhodes Design and Development Corp. (1963); C&J Holdings, Inc. (1315); Rhodes Realty, Inc. (0716); Jarupa LLC (4090); Elkhorn Investments, Inc. (6673); Rhodes Homes Arizona, LLC (7248); Rhodes Arizona Properties, LLC (8738); Tribes Holdings LLC (4347); Six Feathers Holdings, LLC (8451); Elkhorn Partners, A Nevada Limited Partnership (9654); Bravo Inc. (2642); Gung-Ho Concrete, LLC (6966); Geronimo Plumbing, LLC (6897); Apache Framing, LLC (6352); Tuscany Golf Country Club, LLC (7132); Pinnacle Grading, LLC (4838).

**NOTICE OF ENTRY OF ORDER**

**TO: ALL INTERESTED PARTIES:**

YOU ARE HEREBY NOTICED that an **ORDER (A) APPROVING THE ADEQUACY OF THE FIRST LIEN STEERING COMMITTEE'S DISCLOSURE STATEMENT; (B) APPROVING SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO CONFIRMATION OF THE FIRST LIEN STEERING COMMITTEE'S PROPOSED PLAN OF REORGANIZATION; (C) APPROVING THE FORM OF VARIOUS BALLOTS AND NOTICES IN CONNECTION THEREWITH; AND (D) SCHEDULING CERTAIN DATES WITH RESPECT THERETO [RE: DOCKET NO. 503]** was entered on December 1, 2009. A copy of the Order is attached hereto.

**DATED** this 2nd day of December, 2009.

By: /s/ Philip C. Dublin  
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Entered on Docket  
December 01, 2009

*L. B. Riegle*

Hon. Linda B. Riegle  
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA  
SOUTHERN DIVISION

IN RE:

§

Case No. 09-14814-LBR

(Jointly Administered)

THE RHODES  
COMPANIES, LLC,

§

aka "Rhodes Homes," *et al.*,

§

Chapter 11

Debtors.<sup>1</sup>

§

Hearing Date: November 24, 2009

Hearing Time: 1:30 p.m (PST)

Courtroom 1

Affects:

- ☒ All Debtors  
☐ Affects the following  
Debtor(s)

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**ORDER (A) APPROVING THE ADEQUACY OF THE FIRST LIEN  
STEERING COMMITTEE'S DISCLOSURE STATEMENT; (B) APPROVING  
SOLICITATION AND NOTICE PROCEDURES WITH RESPECT TO  
CONFIRMATION OF THE FIRST LIEN STEERING COMMITTEE'S  
PROPOSED PLAN OF REORGANIZATION; (C) APPROVING THE FORM  
OF VARIOUS BALLOTS AND NOTICES IN CONNECTION THEREWITH;  
AND (D) SCHEDULING CERTAIN DATES WITH RESPECT THERETO [RE:  
DOCKET NO. 503]**

Upon consideration of the Second Amended Modified Disclosure Statement for the  
Second Amended Modified Plan of Reorganization Pursuant to Chapter 11 of the  
Bankruptcy Code for the Rhodes Companies, LLC, et al. (the "Disclosure Statement") filed  
by the First Lien Steering Committee and the Motion of the First Lien Steering Committee  
for Entry of an Order (A) Approving the Adequacy of the First Lien Steering Committee's  
Disclosure Statement; (B) Approving Solicitation and Notice Materials with Respect to the  
Plan of Reorganization; (C) Approving the Form of Various of Ballots and Notices in  
Connection Therewith, and (D) Scheduling Certain Dates with Respect Thereto (the  
"Motion");<sup>2</sup> and it appearing that adequate and sufficient notice of the Motion has been  
given under the circumstances; and it further appearing that adequate and sufficient notice,  
pursuant to Bankruptcy Rule 2002(b), of the hearing to approve the Disclosure Statement  
has been given; and after due deliberation and upon the Court's determination that the relief  
requested in the Motion is in the best interests of the above-captioned Debtors, their estates,  
creditors and other parties in interest; and sufficient cause appearing therefor, it is hereby:  
ORDERED that:

1. The Motion is granted.
2. The Disclosure Statement contains "adequate information" as defined in  
Bankruptcy Code section 1125(a), and is hereby APPROVED in all respects pursuant to  
Bankruptcy Code section 1125(a).

<sup>2</sup> Any capitalized term not defined herein shall have the meaning ascribed to such term in the Motion  
or the Disclosure Statement, as applicable.

3. A hearing to consider confirmation of the Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al. (as may be amended or modified, the "Plan") will be held on **January 14, 2010** at **9:00 a.m.** (prevailing Pacific Time), or as soon thereafter as counsel can be heard, before the Honorable Linda B. Riegle, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Nevada, Foley Federal Building, 300 S. Las Vegas Blvd., Las Vegas, Nevada 89101 (the "Confirmation Hearing"). The Confirmation Hearing may be adjourned from time to time without further notice other than the announcement at the Confirmation Hearing of the date or dates of any adjourned hearing.

4. The record date for purposes of voting to accept or reject the Plan is the date of entry of this order (the "Record Date").

5. The deadline for the receipt of Ballots accepting or rejecting the Plan shall be **4:00 p.m. (Pacific Time) on January 4, 2010** (the "Voting Deadline"). For a Ballot to be counted, it must be actually received prior to the Voting Deadline at the applicable address indicated in the voting instructions that accompany the Ballot.

6. **January 4, 2010** is fixed as the last day for filing and serving written objections, comments or responses, including any supporting memoranda, to confirmation of the Plan. Any such objections must (a) be in writing; (b) conform to the Bankruptcy Rules and Local Rules; (c) state the name and address of the objecting party and the amount and nature of the claim or interest of such party; (c) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed, together with proof of service, with the Court, and be served so that they are actually received by: (i) the Clerk of the Court; (ii) counsel for the First Lien Steering Committee; (iii) the United States Trustee; (iv) counsel to the Debtors; and (v) counsel to the Creditors' Committee, each at the addresses set forth in the Confirmation Hearing Notice, no later than 4:00 p.m. (prevailing Pacific Time) on **January 4, 2010** (which is at least twenty-five (25) days after the proposed distribution of the Confirmation

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1 Hearing Notice).

2 7. The First Lien Steering Committee shall file its memorandum in support of  
3 Plan confirmation, and any other party supporting the Plan shall file with the Court and  
4 serve on the applicable objecting party any response to a timely filed objection to  
5 confirmation of the Plan by **January 11, 2010**.

6 8. The First Lien Steering Committee shall not be required to solicit votes from  
7 the Holders of General Unsecured Claims whose Claims have been paid prior to the  
8 Disclosure Statement Hearing, to the extent such Claims would have otherwise been entitled  
9 to vote on the Plan.

10 9. The Claims and Solicitation Agent shall file the Voting Report no later than  
11 **January 11, 2010**.

12 10. The First Lien Steering Committee may serve solicitation packages to holders  
13 of claims entitled to vote on the Plan in either CD-Rom form or paper copies. To the extent  
14 a creditor receives a solicitation package in CD-Rom form, such creditor can request a paper  
15 version by contacting the Claims and Solicitation Agent by telephone at (866) 989-6144 or  
16 contact Brian Osborne at bosborne@omnimgmt.com and the Claims and Solicitation Agent  
17 shall send a paper copy of the solicitation package to any such creditor at no charge to such  
18 creditor.

19 11. Any party in interest may seek further clarification from the Court on vote  
20 tabulation and the solicitation process, and retain the right to object or raise any issue with  
21 respect to any Ballot.

22 APPROVED/ DISAPPROVED:

23 Dated this 27<sup>th</sup> day of November, 2009.

24 By: Edward M. M. Landis  
25

26 August Landis  
27 Office of the United States Trustee  
28 300 Las Vegas Blvd. S., Ste. 4300  
Las Vegas, NV 89101

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1 Submitted by:

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10 Dated: November 24, 2009

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**LR 9021 Certification**

In accordance with LR 9021, counsel submitting this document certifies as follows (check one):

☐ The court has waived the requirement of approval under LR 9021.

☐ No parties appeared or filed written objections, and there is no trustee appointed in the case.

☒ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved or disapproved the order, or failed to respond, as indicated below.

Party	Approved	Disapproved	No Response
Debtors' Counsel Pachulski Stang, Ziehl & Jones LLP Larson & Stephens	X		
Counsel to the First Lien Agent Skadden Arps Slate Meagher & Flom LLP			X
Counsel to the Second Lien Agent Ropes & Gray LLP	X		
Counsel to the Rhodes Entities Greenburg Traurig LLP	X		
Counsel to the Creditors' Committee Parsons Behle & Latimer	X		
Office of the United States Trustee	X		
Counsel to Stanley Engineering Anderson, McPharlin & Conners LLP			X
Counsel to Clark County Olson, Cannon, Gormley & Desruisseaux	X		

Submitted by:

DATED this 1st day of December 2009.

By: /s/ Nile Leatham

Nile Leatham (NV Bar No. 002838)

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